

**Please amend the claims of this application to as follows:**

1. **(Cancelled)**

2. **(Withdrawn)**

3. **(Currently amended)** The footwear of claim ~~4~~ 26 wherein the shoe is an athletic shoe.

4. **(Currently amended)** The footwear of claim 1 wherein the shoe is a walking shoe.

5. **(Withdrawn)**

6. **(Currently amended)** The footwear of claim ~~4~~26 wherein the rotatable tongue member pivotally connects to the spanning member, and said rotatable tongue member being affixed for retention with the spanning member pivotal tongue.

7.-15. **(Withdrawn)**

16. **(Currently amended)** The footwear of claim ~~4~~ 26 and including a pocket provided at the lower end of the tongue, and affixed to the upper edge of the vamp, said pocket accommodating the lower edge of the pivotal tongue during its rotation through turning of the rotatable member.

17.-23. **(Withdrawn)**

24. **(Currently amended)** The footwear incorporating a sole and vamp and having a pair of quarter portions integrally structured to either side of the sole and vamp, said vamp having an opening provided therethrough, a pivotal pinwheel provided ~~within~~ under the vamp, a rotatable member affixing to the pivotal pinwheel and rotatably mounted relative to the underside of the vamp, whereby upon turning of the rotatable member the pivotal pinwheel turns and displays differing coloration or designs through the vamp opening slot during adjustment.

25. **(Original)** Footwear having a rotatable pinwheel comprising a shoe having a sole portion and an upper incorporating a tongue, the tongue having at least one slot provided through its upper surface, said pinwheel incorporating within the footwear tongue, a rotatable member pivotally affixed to the tongue and being secured with the pinwheel, whereupon by turning of the rotatable member the pinwheel pivots within tongue to display different coloration or indicia through the tongue slot.

26. **(New)** Footwear having a rotatable tongue comprising a shoe having a sole portion and an upper, the shoe upper incorporating a lacing opening between its quarter portions, and a spanning member for extending across the upper portion of any foot applied into the shoe and across its lacing opening, said spanning member affixed to the quarter portions opposite sides and approximately half way up the lacing opening, and said rotatable tongue securing with the spanning member, whereby upon turning of the rotatable tongue the tongue pivots relative to the shoe upper.